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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 19, 2008**

**The Men's Wearhouse, Inc.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation)

**1-16097**  
(Commission File Number)

**74-1790172**  
(IRS Employer Identification No.)

**6380 Rogerdale Road**  
**Houston, Texas**  
(Address of principal executive offices)

**77072**  
(Zip Code)

**281-776-7000**  
(Registrant's telephone  
number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On November 19, 2008, The Men's Wearhouse, Inc. (the "Company") issued a press release reporting its earnings results for its third quarter and nine months ended November 1, 2008. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 2.02 and Exhibit 99.1 attached hereto is intended to be furnished under Item 2.02 and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibit is included in this Form 8-K.

(c) Exhibits

99.1 Press Release of the Company dated November 19, 2008.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**THE MEN'S WEARHOUSE, INC.**

(Registrant)

Date: November 19, 2008

By: /s/ Diana M. Wilson

Diana M. Wilson

Senior Vice President and Chief Accounting Officer

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## EXHIBIT INDEX

| Exhibit<br>Number | Description   |
|-------------------|---|
| 99.1              | Press Release of The Men's Wearhouse, Inc. dated November 19, 2008. |



News Release

For Immediate Release

**MEN'S WEARHOUSE REPORTS  
FISCAL 2008 THIRD QUARTER RESULTS**

- Q3 2008 GAAP diluted EPS was \$0.28 and adjusted diluted EPS was \$0.30 compared with Q3 2007 GAAP diluted EPS of \$0.69
- Company estimates Q4 2008 GAAP diluted EPS in a range of \$0.00 to (\$0.18)
- Company estimates fiscal 2008 GAAP diluted EPS in a range of \$0.92 to \$1.10 and adjusted diluted EPS in a range of \$1.04 to \$1.22
- Conference call at 5:00 pm eastern today

HOUSTON — November 19, 2008 — The Men's Wearhouse (NYSE: MW) today announced its consolidated financial results for the third quarter ended November 1, 2008.

Third Quarter Sales Summary — Fiscal 2008

|               | U.S. dollars, in millions |             | Total Sales<br>Change % | Comparable Store Sales<br>Change % |            |
|---------------|---------------------------|-------------|-------------------------|------------------------------------|------------|
|               | Current Year              | Prior Year  |                         | Current Year                       | Prior Year |
| Total Company | \$ 459.7                  | \$ 512.1    | -10.2%                  |                                    |            |
| MW            | \$ 315.6(a)               | \$ 354.1(a) | -10.9%                  | -12.1%(b)                          | +0.6%(b)   |
| K&G           | \$ 80.4                   | \$ 87.7     | -8.3%                   | -13.0%                             | -11.3%     |
| United States | \$ 406.4                  | \$ 451.7    | -10.0%                  | -12.3%                             | -2.1%      |
| Moores        | \$ 53.3                   | \$ 60.5     | -11.9%                  | -4.9%(c)                           | +0.6%(c)   |

Year-To-Date Sales Summary — Fiscal 2008

|               | U.S. dollars, in millions |              | Total Sales<br>Change % | Comparable Store Sales<br>Change % |            |
|---------------|---------------------------|--------------|-------------------------|------------------------------------|------------|
|               | Current Year              | Prior Year   |                         | Current Year                       | Prior Year |
| Total Company | \$ 1,496.1                | \$1,577.6    | -5.2%                   |                                    |            |
| MW            | \$ 1,006.2(a)             | \$1,073.1(a) | -6.2%                   | -8.9%(b)                           | +1.5%(b)   |
| K&G           | \$ 277.4                  | \$ 298.8     | -7.2%                   | -12.0%                             | -8.0%      |
| United States | \$ 1,317.7                | \$1,399.0    | -5.8%                   | -9.6%                              | -0.8%      |
| Moores        | \$ 178.4                  | \$ 178.6     | -0.1%                   | -3.8%(c)                           | +5.1%(c)   |

- (a) Includes retail stores and ecommerce as well as the MW Tax stores resulting from the acquisition of After Hours on April 9, 2007.
- (b) Comparable store sales do not include ecommerce. MW Tax stores are included beginning Q2 of fiscal 2008.
- (c) Comparable store sales change is based on the Canadian dollar.

Diluted earnings per share were \$0.28 for the third quarter ended November 1, 2008. Adjusted diluted earnings per share were \$0.30 after excluding \$1.1 million (net of tax), \$0.02 per diluted share outstanding, of closure costs incurred in connection with the Company's previously announced closure of the Canadian based manufacturing facility operated by the Company's subsidiary, Golden Brand. This compares to adjusted diluted earnings per share guidance given October 8, 2008 of \$0.24 to \$0.28.

### THIRD QUARTER REVIEW

- Total Company sales decreased 10.2% for the quarter.
  - Clothing product sales, representing 72.75% of fiscal third quarter 2008 total net sales, decreased 12.9% due to decreases in the Company's comparable store sales primarily driven by a reduction in store traffic levels.
  - Tuxedo rental sales, representing 20.99% of fiscal third quarter 2008 total net sales, increased 0.4%.
- Gross margin before occupancy costs, as a percentage of total net sales, decreased 80 basis points from 60.84% to 60.04%. Decreases in clothing product margins, as a percentage of related sales, of 154 basis points were offset by a higher margin tuxedo rental business that increased from 18.76% to 20.99% as a percentage of total sales.
- Occupancy costs increased, as a percentage of total net sales, by 205 basis points from 13.89% to 15.94% primarily due to the deleveraging effect of reduced comparable store sales.
- Selling, general, and administrative expenses were \$179.0 million. Excluding \$1.8 million in costs associated with the closing of Golden Brand, SG&A expenses of \$177.1 million were lower compared to the prior year quarter of \$181.3 million and as a percentage of total net sales increased 314 basis points from 35.40% to 38.54%. The basis point increase was primarily due to the deleveraging effect of reduced comparable store sales.
- Operating income was \$23.8 million. Excluding \$1.8 million in costs associated with the closing of Golden Brand, operating income was \$25.6 million or 5.57% of total net sales compared to \$59.2 million, or 11.55% of total net sales for the same period last year.
- The effective tax rate for the 2008 third quarter was 38.0%.

## **FOURTH QUARTER 2008 GUIDANCE**

The Company expects diluted earnings per share of \$0.00 to a loss of \$0.18 for the fourth quarter of 2008. This guidance assumes same store sales at MW, including MW Tux stores, to decrease in the mid single digit to low double digit range, at K&G to decrease in the high single digit to low double digit range and at Moores to decrease in the low single digit range.

## **FISCAL 2008 GUIDANCE**

On July 11, 2008, the Canadian based manufacturing facility operated by the Company's subsidiary, Golden Brand, was closed. The pre tax cost to close the facility was \$10.0 million or the equivalent of \$0.12 per diluted share outstanding for the fiscal year. The pre tax cost for the first quarter was \$0.9 million or the equivalent of \$0.01 per diluted share outstanding. The pre tax cost for the second quarter was \$7.3 million or the equivalent of \$0.09 per diluted share outstanding. The pre tax cost for the third quarter was \$1.8 million or the equivalent of \$0.02 per diluted share outstanding.

The Company is updating its adjusted diluted earnings per share outlook for the year to a range of \$1.04 to \$1.22 excluding the Golden Brand closure costs of \$0.12 per diluted share outstanding. Including these costs, GAAP diluted earnings per share are expected to be \$0.92 to \$1.10.

The guidance includes an estimated effective tax rate of approximately 36.0% for the full year. The fully diluted shares outstanding are estimated to be 51.9 million.

## **CONFERENCE CALL AND WEBCAST INFORMATION**

At 5:00 p.m. Eastern time on Wednesday, November 19, 2008, Company management will host a conference call and real time web cast to review the fiscal third quarter and its outlook for fiscal 2008.

To access the conference call, dial 303-262-2211. To access the live webcast presentation, visit the Investor Relations section of the Company's website at [www.tmw.com](http://www.tmw.com). A telephonic replay will be available through November 26, 2008 by calling 303-590-3000 and entering the access code of 11120945# or a webcast archive will be available free on the website for approximately 90 days.

## STORE INFORMATION

|                           | November 1, 2008 |                 | November 3, 2007 |                 | February 2, 2008 |                 |
|---------------------------|------------------|-----------------|------------------|-----------------|------------------|-----------------|
|                           | Number of Stores | Sq. Ft. (000's) | Number of Stores | Sq. Ft. (000's) | Number of Stores | Sq. Ft. (000's) |
| Men's Wearhouse           | 579              | 3,248.7         | 560              | 3,132.3         | 563              | 3,152.6         |
| MW Tux (a)                | 495              | 670.4           | 493              | 654.8           | 489              | 652.0           |
| Moore's, Clothing for Men | 117              | 727.9           | 116              | 717.8           | 116              | 719.8           |
| K&G (b)                   | 107              | 2,473.0         | 103              | 2,392.4         | 105              | 2,428.8         |
| <b>Total</b>              | <b>1,298</b>     | <b>7,120.0</b>  | <b>1,272</b>     | <b>6,897.3</b>  | <b>1,273</b>     | <b>6,953.2</b>  |

(a) MW Tux stores resulting from the acquisition of After Hours on April 9, 2007.

(b) 92, 83 and 89 stores, respectively, offering women's apparel.

Founded in 1973, Men's Wearhouse is one of North America's largest specialty retailers of men's apparel with 1,298 stores. The Men's Wearhouse, Moore's and K&G stores carry a full selection of designer, brand name and private label suits, sport coats, furnishings and accessories and the MW Tux (formerly After Hours) stores carry a limited selection. Tuxedo rentals are available in the Men's Wearhouse, Moore's and MW Tux stores.

This press release contains forward-looking information. The forward-looking statements are made pursuant to the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may be significantly impacted by various factors, including sensitivity to economic conditions and consumer confidence, possibility of limited ability to expand Men's Wearhouse stores, possibility that certain of our expansion strategies may present greater risks and other factors described in the Company's annual report on Form 10-K for the year ended February 2, 2008 and subsequent Forms 10-Q.

For additional information on Men's Wearhouse, please visit the Company's website at [www.tmw.com](http://www.tmw.com).

CONTACT: Neill Davis, EVP & CFO, Men's Wearhouse (281) 776-7000  
Ken Dennard, DRG&E (713) 529-6600





**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
(Unaudited)

**FOR THE THREE MONTHS ENDED**  
**November 1, 2008 AND November 3, 2007**  
(In thousands, except per share data)

|  | Three Months Ended |            |           |            |
|--|--------------------|------------|-----------|------------|
|  | 2008               | % of Sales | 2007      | % of Sales |
| Net sales:   |                    |            |           |            |
| Clothing product   | \$334,415          | 72.75%     | \$384,047 | 74.99%     |
| Tuxedo rental services                                   | 96,498             | 20.99%     | 96,090    | 18.76%     |
| Alteration and other services                            | 28,760             | 6.26%      | 31,999    | 6.25%      |
| Total net sales  | 459,673            | 100.00%    | 512,136   | 100.00%    |
| Cost of sales:   |                    |            |           |            |
| Clothing product including buying and distribution costs | 143,793            | 31.28%     | 159,204   | 31.09%     |
| Tuxedo rental services                                   | 16,202             | 3.52%      | 16,383    | 3.20%      |
| Alteration and other services                            | 23,673             | 5.15%      | 24,941    | 4.87%      |
| Occupancy costs  | 73,281             | 15.94%     | 71,137    | 13.89%     |
| Total cost of sales                                      | 256,949            | 55.90%     | 271,665   | 53.05%     |
| Gross margin   | 202,724            | 44.10%     | 240,471   | 46.95%     |
| Selling, general and administrative expenses             | 178,955            | 38.93%     | 181,307   | 35.40%     |
| Operating income   | 23,769             | 5.17%      | 59,164    | 11.55%     |
| Interest income  | (744)              | (0.16%)    | (1,352)   | (0.26%)    |
| Interest expense   | 978                | 0.21%      | 1,304     | 0.25%      |
| Earnings before income taxes                             | 23,535             | 5.12%      | 59,212    | 11.56%     |
| Provision for income taxes                               | 8,948              | 1.95%      | 22,145    | 4.32%      |
| Net earnings   | \$ 14,587          | 3.17%      | \$ 37,067 | 7.24%      |
| Net earnings per share:                                  |                    |            |           |            |
| Basic  | \$ 0.28            |            | \$ 0.70   |            |
| Diluted  | \$ 0.28            |            | \$ 0.69   |            |
| Weighted average common shares outstanding:              |                    |            |           |            |
| Basic  | 51,703             |            | 53,141    |            |
| Diluted  | 52,011             |            | 53,775    |            |



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EARNINGS**  
(Unaudited)

**FOR THE NINE MONTHS ENDED**  
**November 1, 2008, November 3, 2007 AND PRO FORMA November 3, 2007**  
(In thousands, except per share data)

|  | Nine Months Ended |                |                   |                |                   |                |
|--|-------------------|----------------|-------------------|----------------|-------------------|----------------|
|  | 2008              | % of Sales     | 2007              | % of Sales     | Pro Forma 2007    | % of Sales     |
| <b>Net sales:</b>  |                   |                |                   |                |                   |                |
| Clothing product   | \$1,109,014       | 74.13%         | \$1,189,945       | 75.43%         | \$1,193,463       | 74.24%         |
| Tuxedo rental services                                   | 294,145           | 19.66%         | 290,521           | 18.42%         | 316,855           | 19.71%         |
| Alteration and other services                            | 92,899            | 6.21%          | 97,134            | 6.16%          | 97,262            | 6.05%          |
| <b>Total net sales</b>                                   | <b>1,496,058</b>  | <b>100.00%</b> | <b>1,577,600</b>  | <b>100.00%</b> | <b>1,607,580</b>  | <b>100.00%</b> |
| <b>Cost of sales:</b>                                    |                   |                |                   |                |                   |                |
| Clothing product including buying and distribution costs | 484,758           | 32.40%         | 512,360           | 32.48%         | 514,974           | 32.03%         |
| Tuxedo rental services                                   | 49,569            | 3.31%          | 52,072            | 3.30%          | 56,313            | 3.50%          |
| Alteration and other services                            | 73,608            | 4.92%          | 74,346            | 4.71%          | 74,346            | 4.62%          |
| Occupancy costs  | 220,601           | 14.75%         | 197,580           | 12.52%         | 203,974           | 12.69%         |
| <b>Total cost of sales</b>                               | <b>828,536</b>    | <b>55.38%</b>  | <b>836,358</b>    | <b>53.01%</b>  | <b>849,607</b>    | <b>52.85%</b>  |
| Gross margin   | 667,522           | 44.62%         | 741,242           | 46.99%         | 757,973           | 47.15%         |
| Selling, general and administrative expenses             | 574,491           | 38.40%         | 534,139           | 33.86%         | 563,918           | 35.08%         |
| Operating income   | 93,031            | 6.22%          | 207,103           | 13.13%         | 194,055           | 12.07%         |
| Interest income  | (2,259)           | (0.15%)        | (4,655)           | (0.30%)        | (4,177)           | (0.26%)        |
| Interest expense   | 3,617             | 0.24%          | 3,513             | 0.22%          | 3,724             | 0.23%          |
| Earnings before income taxes                             | 91,673            | 6.13%          | 208,245           | 13.20%         | 194,508           | 12.10%         |
| Provision for income taxes                               | 34,318            | 2.29%          | 76,019            | 4.82%          | 70,878            | 4.41%          |
| <b>Net earnings</b>                                      | <b>\$ 57,355</b>  | <b>3.83%</b>   | <b>\$ 132,226</b> | <b>8.38%</b>   | <b>\$ 123,630</b> | <b>7.69%</b>   |
| <b>Net earnings per share:</b>                           |                   |                |                   |                |                   |                |
| Basic  | <u>\$ 1.11</u>    |                | <u>\$ 2.47</u>    |                | <u>\$ 2.31</u>    |                |
| Diluted  | <u>\$ 1.10</u>    |                | <u>\$ 2.44</u>    |                | <u>\$ 2.28</u>    |                |
| <b>Weighted average common shares outstanding:</b>       |                   |                |                   |                |                   |                |
| Basic  | <u>51,604</u>     |                | <u>53,614</u>     |                | <u>53,614</u>     |                |
| Diluted  | <u>51,913</u>     |                | <u>54,284</u>     |                | <u>54,284</u>     |                |

**Note:** The pro forma condensed consolidated statement of earnings presents the Company's results of operations as if the After Hours acquisition had occurred on January 29, 2006, after giving effect to certain purchase accounting adjustments. The pro forma information is not necessarily indicative of actual results had the acquisition occurred on January 29, 2006.



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**

(In thousands)  
(Unaudited)

|  | <u>November 1,</u><br><u>2008</u> | <u>November 3,</u><br><u>2007</u> |
|--|-----------------------------------|-----------------------------------|
| <b><u>ASSETS</u></b>                               |                                   |                                   |
| Current assets:                                    |                                   |                                   |
| Cash and cash equivalents                          | \$ 84,337                         | \$ 102,531                        |
| Short-term investments                             | 17,434                            | —                                 |
| Accounts receivable, net                           | 17,804                            | 24,118                            |
| Inventories  | 490,831                           | 515,917                           |
| Other current assets                               | <u>66,223</u>                     | <u>69,217</u>                     |
| Total current assets                               | 676,629                           | 711,783                           |
| Property and equipment, net                        | 393,391                           | 392,917                           |
| Tuxedo rental product, net                         | 84,702                            | 71,120                            |
| Goodwill   | 58,695                            | 73,674                            |
| Other assets, net                                  | <u>18,361</u>                     | <u>23,204</u>                     |
| Total assets                                       | <u>\$1,231,778</u>                | <u>\$1,272,698</u>                |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b> |                                   |                                   |
| Current liabilities:                               |                                   |                                   |
| Accounts payable                                   | \$ 130,944                        | \$ 131,543                        |
| Accrued expenses and other current liabilities     | 102,347                           | 123,214                           |
| Income taxes payable                               | 468                               | 19,425                            |
| Total current liabilities                          | <u>233,759</u>                    | <u>274,182</u>                    |
| Long-term debt                                     | 88,608                            | 92,595                            |
| Deferred taxes and other liabilities               | <u>65,674</u>                     | <u>68,294</u>                     |
| Total liabilities                                  | <u>388,041</u>                    | <u>435,071</u>                    |
| Shareholders' equity:                              |                                   |                                   |
| Preferred stock                                    | —                                 | —                                 |
| Common stock                                       | 699                               | 695                               |
| Capital in excess of par                           | 312,485                           | 301,690                           |
| Retained earnings                                  | 926,468                           | 868,968                           |
| Accumulated other comprehensive income             | <u>16,621</u>                     | <u>51,929</u>                     |
| Total  | 1,256,273                         | 1,223,282                         |
| Treasury stock, at cost                            | <u>(412,536)</u>                  | <u>(385,655)</u>                  |
| Total shareholders equity                          | <u>843,737</u>                    | <u>837,627</u>                    |
| Total liabilities and equity                       | <u>\$1,231,778</u>                | <u>\$1,272,698</u>                |



**THE MEN'S WEARHOUSE, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)

**FOR THE NINE MONTHS ENDED**  
**November 1, 2008 AND November 3, 2007**  
(In thousands)

|   | <u>Nine Months Ended</u> |                   |
|---|--------------------------|-------------------|
|   | <u>2008</u>              | <u>2007</u>       |
| <b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>            |                          |                   |
| Net earnings  | \$ 57,355                | \$ 132,226        |
| Non-cash adjustments to net earnings:                   |                          |                   |
| Depreciation and amortization                           | 68,699                   | 57,293            |
| Tuxedo rental product amortization                      | 31,739                   | 36,976            |
| Other   | 11,691                   | 7,987             |
| Changes in assets and liabilities                       | <u>(81,423)</u>          | <u>(91,398)</u>   |
| Net cash provided by operating activities               | <u>88,061</u>            | <u>143,084</u>    |
| <b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>            |                          |                   |
| Capital expenditures                                    | (69,485)                 | (90,394)          |
| Net non-cash assets acquired                            | —                        | (68,253)          |
| Purchases of available-for-sale investments             | (17,434)                 | (277,480)         |
| Proceeds from sales of available-for-sale investments   | 59,921                   | 277,480           |
| Other investing activities                              | <u>175</u>               | <u>(91)</u>       |
| Net cash used in investing activities                   | <u>(26,823)</u>          | <u>(158,738)</u>  |
| <b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>            |                          |                   |
| Cash dividends paid                                     | (10,936)                 | (9,186)           |
| Proceeds from revolving credit facility                 | 150,600                  | —                 |
| Payments on revolving credit facility                   | (105,975)                | —                 |
| Payments on Canadian term loan                          | (31,880)                 | —                 |
| Proceeds from issuance of common stock                  | 2,359                    | 6,323             |
| Purchase of treasury stock                              | (156)                    | (78,080)          |
| Other financing activities                              | <u>(1,277)</u>           | <u>1,195</u>      |
| Net cash provided by (used in) financing activities     | <u>2,735</u>             | <u>(79,748)</u>   |
| Effect of exchange rate changes                         | <u>(19,082)</u>          | <u>18,239</u>     |
| <b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b> | 44,891                   | (77,163)          |
| Balance at beginning of period                          | <u>39,446</u>            | <u>179,694</u>    |
| Balance at end of period                                | <u>\$ 84,337</u>         | <u>\$ 102,531</u> |